

FILED
UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MASSACHUSETTS

2004 MAY 27 P 3:51
CIVIL ACTION NO.:

EXPERIENCE, INC.

Plaintiff

v.

CSO RESEARCH, INC.

Defendants

U.S. DISTRICT COURT
DISTRICT OF MASS.

04 11127 JLT

AFFIDAVIT OF ROBERT CARBONARO

I, Robert Carbonaro, depose and state as follows:

1. My name is Robert Carbonaro. I am the Vice President of Sales and Client Services of Experience, Inc. ("Experience"), the plaintiff in the above-entitled action. I make this affidavit in support of Experience's Motion for Expedited Discovery.

2. As Vice President of Sales and Client Services, I am responsible for the overall revenue growth for Experience. I am also responsible for implementing Experience's sales goals and objectives.

3. In August 2001, Experience acquired the 1stPlace! software, and over time, transitioned 1stPlace! software users to an Experience developed product.

4. Through a combination of its own marketing efforts and acquisitions, today Experience has a client base of approximately 440 clients, approximately 120 of which are former users of the 1stPlace! software.

5. In or around early 2004, it became apparent to me that CSO Research, Inc. ("CSO") was targeting Experience's former 1stPlace! user customers by marketing a new

software package known as "Interfase CS," which I am convinced is derived from, and substantially similar to, the 1stPlace! software that is owned by Experience. CSO's website states that its:

roots stem nearly 20 years from the team that founded and built Academic Software. Career services folks at most campuses will recognize the name and history of our previous company, and its premier system, 1stPlace!. ASI grew to become the nation's leader in career services automation with installed systems at hundreds of domestic and international universities, and a reputation for client services unsurpassed by other organizations.

CSO's founder and president, Erik Mulloy, was the original developer of 1stPlace!. Finally, and most significantly, in speaking with customers, our sales representatives have been told that CSO's Interfase CS product is "very similar" to 1stPlace!.

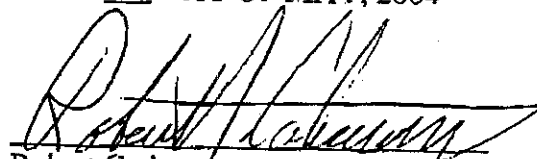
6. As a result of CSO's development of Interfase CS as a successor to 1stPlace!, and its efforts to exploit the similarities between 1stPlace! and Interfase CS, in order to market and sell the software to Experience's former 1stPlace! user clients, I believe Experience has already lost approximately 20 of its former 1stPlace! user clients, and is in jeopardy of losing additional clients as a result of CSO's wrongful conduct.

7. Interfase CS is an interactive web-based product, and access is password protected. In order to present the full extent of the similarities between the software, Experience requires unrestricted, full and complete access to the live and online version of the Interfase CS software.

8. Accordingly, in order to preserve the good will from Experience's acquisition of 1stPlace! and protect its rights in the 1stPlace! software, access to Interfase CS is needed on an expedited basis so that Experience may conduct a thorough analysis in support of a motion for preliminary injunction.

9. For these purposes, Experience's request is limited to online access to the Interface CS software, and a report of any changes made to any and all aspects of the user interface at any time since its initial release, and continuing during the pendency of this action.

SIGNED UNDER THE PENALTIES OF PERJURY THIS ____ DAY OF MAY, 2004



Robert Carbonaro

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